

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>SMITH ELIZABETH A</u> (Last) (First) (Middle) 2202 NORTH WEST SHORE BLVD SUITE 500 (Street) TAMPA FL 33607 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bloomin' Brands, Inc. [BLMN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/06/2019		M		65,486	A	\$6.5	411,733	D	
Common Stock	05/06/2019		S		65,486	D	\$20 ⁽¹⁾	346,247	D	
Common Stock	05/07/2019		M		42,140	A	\$6.5	388,387	D	
Common Stock	05/07/2019		S		42,140	D	\$20 ⁽²⁾	346,247	D	
Common Stock	05/08/2019		M		8,692	A	\$6.5	354,939	D	
Common Stock	05/08/2019		S		8,692	D	\$19.85 ⁽³⁾	346,247	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$6.5	05/06/2019		M		65,486	(4)	11/16/2019	Common Stock	65,486	\$0	478,716	D		
Stock Option (right to buy)	\$6.5	05/07/2019		M		42,140	(4)	11/16/2019	Common Stock	42,140	\$0	436,576	D		
Stock Option (right to buy)	\$6.5	05/08/2019		M		8,692	(4)	11/16/2019	Common Stock	8,692	\$0	427,884	D		
Restricted Stock Units	\$0.0 ⁽⁵⁾						(6)	(7)	Common Stock	103,957		103,957	D		
Restricted Stock Units	\$0.0 ⁽⁵⁾						(8)	(7)	Common Stock	59,472		59,472	D		
Restricted Stock Units	\$0.0 ⁽⁵⁾						(9)	(7)	Common Stock	56,110		56,110	D		
Restricted Stock Units	\$0.0 ⁽⁵⁾						(10)	(7)	Common Stock	28,003		28,003	D		
Stock Option (right to buy)	\$20.62						(11)	04/01/2029	Common Stock	372,292		372,292	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$24.1							(12)	02/23/2028	Common Stock	185,695		185,695	D	
Stock Option (right to buy)	\$17.27							(13)	02/24/2027	Common Stock	267,327		267,327	D	
Stock Option (right to buy)	\$17.15							(14)	02/25/2026	Common Stock	261,122		261,122	D	
Stock Option (right to buy)	\$25.36							(15)	02/26/2025	Common Stock	220,589		220,589	D	
Stock Option (right to buy)	\$25.32							(16)	02/27/2024	Common Stock	177,940		177,940	D	
Stock Option (right to buy)	\$10.03							(17)	07/01/2021	Common Stock	550,000		550,000	D	

Explanation of Responses:

- Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$20.00 to \$20.04. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$20.00 to \$20.01. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$19.85 to \$19.86. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
- On November 16, 2009, these stock options were granted in the original amount of 4,350,000, which vest in five equal annual installments, with a final vesting in 2014.
- Each restricted stock unit represents the contingent right to receive one share of common stock of the issuer upon vesting of the unit.
- On April 1, 2019, these restricted stock units were granted in the original amount of 103,957, which vest in two equal annual installments, with a final vesting in 2021.
- This field is not applicable.
- On February 23, 2018, these restricted stock units were granted in the original amount of 79,296, which vest in four equal annual installments, with a final vesting in 2022.
- On February 24, 2017, these restricted stock units were granted in the original amount of 112,220, which vest in four equal annual installments, with a final vesting in 2021.
- On February 25, 2016, these restricted stock units were granted in the original amount of 112,010, which vest in four equal annual installments, with a final vesting in 2020.
- On April 1, 2019, these stock options were granted in the original amount of 372,292, which vest in two equal annual installments, with a final vesting in 2021.
- On February 23, 2018, these stock options were granted in the original amount of 185,695, which vest in four equal annual installments, with a final vesting in 2022.
- On February 24, 2017, these stock options were granted in the original amount of 267,327, which vest in four equal annual installments, with a final vesting in 2021.
- On February 25, 2016, these stock options were granted in the original amount of 261,122, which vest in four equal annual installments, with a final vesting in 2020.
- On February 26, 2015, these stock options were granted in the original amount of 220,589, which vest in four equal annual installments, with a final vesting in 2019.
- On February 27, 2014, these stock options were granted in the original amount of 177,940, which vest in four equal annual installments, with a final vesting in 2018.
- On July 1, 2011, these stock option were granted in the original amount of 550,000, which vest in five equal annual installments, with a final vesting in 2016.

Remarks:

/s/ Kelly Lefferts, Attorney in Fact 05/08/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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